USOG Current Information Report

General Company Information

Share Structure and Issuance History

Management and Control Persons

Exhibits

A. General Company Information

Item I. The exact name of the issuer and its predecessor

Current name is United States Oil and Gas Corp. (USOG)

August 2006 – January 2008	Sustainable Energy Development Inc.
May 2006 – August 2006	Netgates Holding, Inc.
January 2006 – May 2006	Rasberry Holdings, Inc.
January 1996 – January 2006	Netgates, Inc.

Item II. The address of the issuer's principal executive offices.

8650 Spicewood Springs, Suite 145-591
Austin, TX 78759

Telephone: 512-690-9078
Fax: 512-628-6880
www.usaoilandgas.com
investor.relations@usaoilandgas.com

Item III. The jurisdiction and date of incorporation.

Incorporated in Delaware, 1988

Item IV. The name and address of the transfer agent

Olde Monmouth
200 Memorial Parkway
Atlantic Highlands, NJ 07716
Phone: 732-872-2727
Registered under the Exchange Act

Item V. The nature of the issuer's business.

A. Business Development

1. Form of organization: Corporation
2. Year of Incorporation: 1988
3. Fiscal year end date: Dec 31
4. USOG has not been in bankruptcy, receivership or any similar proceeding.
5. There has been no material change in ownership in any significant amount of assets.
6. There has been no default in any note, loan, lease or other indebtedness arrangement.

7. Recent change of control: The majority shares of USOG (formerly SEGV) were purchased by United States Oil & Gas Corp in April, 2008. The name was changed, a 30-1 reverse split was performed and the companies merged in May, 2008.
8. Increase of same calls of outstanding equity: The merger with United States Oil & Gas created an increase of outstanding equity of the common stock of the Company. Shares obtained in this merger are currently restricted and cannot be transferred.
9. The Company performed a 30-1 reverse split in April 2008. The Company also recapitalized, authorizing 100 million authorized shares. The Company executed a merger with United States Oil & Gas Corp in May 2008.
10. The Company has not encountered any delisting from any securities exchange or deletion from the OTC Bulletin Board
11. There are no current legal proceedings against the Company.

B. Business of Issuer

Oil and gas field service companies provide drilling and support services for oil and gas wells, and make drilling equipment. Drilling provides about 35 percent of industry revenue, support services 45 percent, and equipment manufacture 20 percent. Major support services include preparing wells for production, maintaining and enhancing the output of producing wells, and exploration.

Drilling a well with a drilling rig involves creating a hole using a drill bit attached to a rotating drill "string" made up of 30-foot sections of pipe. Heavy fluids ("drilling mud") are pumped down the hole during drilling to carry cuttings to the surface. Periodically, the drill pipe is pulled out and a larger diameter pipe, known as "casing," is cemented in place to protect the hole against collapse.

After drilling is finished, a well is prepared for production in a process known as "well completion." The casing is perforated at the production depth and smaller-diameter pipe (“tubing”) is inserted to allow oil and gas to flow up the well. Finally, a “Christmas tree” structure of multiple valves is attached to the top of the tubing to control the flow of oil and gas from the well.

Offshore drilling requires specialized equipment such as drillships, semisubmersible rigs, "jack-up" rigs, equipment barges, and helicopter services. Directional drilling uses special "downhole" motors or directional sleeves to drill wells at an angle. "Workover" of the 900,000 producing wells in the US typically involves pumping steam and chemicals into a well to remove obstacles and enhance flow. "Well servicing" involves repairing or replacing down-hole equipment and plugging wells at the end of their productive life. Exploration services use sophisticated seismic equipment to identify underground geological formations that might hold oil or gas.

Specialized manufactured products include drill bits, drilling pipe, derricks, portable rigs, well monitoring instruments, valves, tubing, and drilling fluids. Rotary drilling rigs consist of a derrick, motors, pumps, winches, and other equipment. About 2,000 land drilling rigs operate in the US and Canada, and about 80 offshore drilling rigs. Workover rigs are typically smaller, truck-mounted units. Computer technology and sophisticated sensors (including downhole "wireline" instruments) are used to explore, monitor drilling progress, assess the condition of existing wells, and monitor and control product flow from producing wells.

1. SIC code is 1382
2. The Company is currently a start up company as described under Footnote 172 of Rule 144, promoting and operatiing its two patent pending inventions.
3. The Company is not a Shell Company under Rule 405 of the Securities Act
4. The Company has no parent company. The Company has one wholly owned subsidiary company, "United States Oil & Gas Corp", a Nevada corporation. The subsidiary's financial statement is attached to this disclosure statement.
5. The Company develops equipment are intended to be used in the oil drilling process. It does not intend to enter into ownership of oil wells. The Company's products and services, however, will have to allow its customers to follow the general industry regulations under 29 CFR 1910, specifically set out for SIC code 138.
6. USOG holds two patents pending has been developing them since 2007
   (a) A fiber-optic seismometer for rugged environments
   (b) A leveling system for portable drilling rig.
7. There are no environmental laws on the products of the Company.
8. The Company has 3 employees, of which 1 is full-time.

Item VI. The nature of products or services offered.

A. USOG is a start-up company focused on the development of products that are environmentally responsible for use by customers in the oil and gas industries. USOG will grow through the acquisition of companies using innovative technologies that leave a minimal footprint.

B. USOG is a start-up company working on developing its technology for use in the oil and gas fields.

C. There have been no publicly announced new product or service.

D. Competition

Demand is driven by oil and gas prices. The profitability of individual companies depends on technical expertise and efficiency of operations. Large companies can offer a broad range of services. Small firms can compete effectively by specializing in a particular type of service or geographic area. The industry is relatively labor-intensive, with average annual revenue per employee about $115,000.

The US oil and gas field services and equipment industry consists of 8,000 companies with combined annual revenue of $25 billion. Large global suppliers include Halliburton, Schlumberger, and Baker Hughes. Despite recent consolidation, the industry is still fragmented and characterized by small specialty firms; over half of companies have fewer than five employees.

Smith International, Inc.Houston, TX, United States (NYSE: SII)

Smith International makes premium drill bits, drilling fluids, and related products and, via its Smith Services unit, offers drilling-related services. Its 60%-owned M-I SWACO unit sells fluids used to cool and lubricate drill bits and prevent pipes from clogging. M-I SWACO owns sites from which it mines some of the barite and bentonite used to make drilling fluids. Smith International's Wilson business provides pipes and fittings, tools, and maintenance and janitorial supplies, primarily to oil and mining companies. The company's Smith Technologies unit produces drill bits and other drilling equipment.

Hercules Offshore, Inc.Houston, TX, United States (NASDAQ (GS): HERO)

Hercules Offshore, through its subsidiaries, provides shallow-water drilling and liftboat services to major integrated energy companies and independent oil and natural gas exploration and production companies. It owns and operates a fleet operates 24 jackup rigs and three submersible rigs in the Gulf of Mexico; nine jackup rigs and one platform rig outside of the Gulf of Mexico; 12 conventional and 15 posted barge rigs that operte inland, as well as 65 self-propelled, self-elevating liftboats. Its Delta Towing business operates a fleet of 33 inland tugs, 17 offshore tugs, 34 crew boats, 45 deck barges, 17 shale barges and four spud barges.

FMC Technologies, Inc.Houston, TX, United States (NYSE: FTI)

FMC Technologies offers subsea drilling and production systems for the exploration and production of oil and gas. Other oil and gas products include fluid control, measurement, loading, and blending systems. FMC Technologies' FoodTech unit makes food-handling and juice-extraction systems used by companies such as Pilgrim's Pride and Tyson Foods. The company's airport systems unit makes airline ground-support systems such as cargo loaders and boarding bridges. In 2006 FMC Technologies acquired Galaxy Oilfield Services (production equipment used for oil sands).

Vetco GrayHouston, TX, United States

Vetco International operates upstream production facilities, process systems, technology, services and products. The unit maintains, modifies, and manages both onshore and offshore oil and gas production plants. Following the 2004 sale by ABB, Vetco Gray (offshore drilling, completion, and production equipment) and Vetco Aibel were organized under Vetco International, a private entity owned by investment firms Candover, 3i, and JP Morgan Partners. In 2007 Vetco Gray was acquired by General Electric for $1.9 billion.

National Oilwell Varco, Inc.Houston, TX, United States (NYSE: NOV)

National Oilwell Varco makes, distributes, and services oil and gas drilling equipment for land and offshore drilling rigs. Its mechanical components include drawworks, mud pumps, cranes, jacking systems, automated pipehandling tools, top drives, and traveling equipment. Other products include masts, derricks, substructures, and cranes. National Oilwell Varco operates distribution service centers worldwide. Investment firm FMR Corp. owns 15% of National Oilwell Varco. In 2008 it acquired Grant Prideco for about $7.5 billion.

Baker Hughes IncorporatedHouston, TX, United States (NYSE: BHI)

Baker Hughes makes products and services used to drill oil and natural gas wells. Through its Completion and Production segment, the company provides equipment and services used from the completion phase through the productive life of oil and natural gas wells. The company tests potential well sites and drills and operates the wells; it also makes bits and drilling fluids, makes submersible pumps, and provides equipment and well services. Baker Hughes' revenues is fairly evenly split between its Drilling and Evaluation and Completion and Production segments.

Nabors Drilling USA, LPHouston, TX, United States

Nabors Drilling USA provides a range of drilling and related services, and is one of the largest contract drillers in the lower 48 states. Through strategic acquisitions and internal investments, the company has built up its operating fleet to about 300 land drilling rigs. Nabors Drilling USA also provides well control equipment rental, equipment engineering, technical support and other rig-related services.

Aqua Clear, Inc.

Distributing drilling solutions

Aqua-Clear, Inc. is a leading manufacturer of oil and natural gas drilling products based in Charleston, West Virginia. For the past five decades we have been steadily growing our distributorship to supply our cutting-edge drilling solutions throughout America as well as globally in places such as Canada and the United Arab Emirates.

Manufacturer of oil & gas drilling products

Aqua-Clear, Inc. manufactures products for the oil and natural gas drilling industry and is a worldwide supplier of air-drilling surfactants, paraffin solvents, soap sticks, water soluble or dissolvable tubes, production surfactants, and rock bits.

Unloading oil wells and not wallets

Our small, dedicated team is focused on providing you with a cost effective solution to enable you to produce the best yields relating to your oil or natural gas drilling set-up. Aqua-Clear, Inc. can help you prevent problems arising from paraffin accumulation, salt deposits, drill bore or pipeline corrosion, as well as the actual unloading and drilling of gas and oils from the wells themselves. Ultimately, our aim is to ensure your wells run as smoothly and efficiently as possible in the widest range of drilling formations and conditions

E. Raw materials / suppliers – The Company is currently a start-up company and has no major raw materials suppliers to date.

F. The Company is not dependent upon any major customers.

G. USOG holds two patents pending has been developing them since 2007
  (a) A fiber-optic seismometer for rugged environments
  (b) A leveling system for portable drilling rig.

H. There are no approvals needed by any government agencies for the use of the Company’s products.

Item VII. The nature and extent of the issuer's facilities.

The Company has offices at:
8650 Spicewood Springs, Suite 145-591
Austin, TX 78759

Part B	**Share Structure and Issuance History**

Item VIII. The exact title and class of securities outstanding.

1. CUSIP number is 91232R 109
2. Ticker: USOG

Item IX. Description of the security.

A. Par value of Common Stock is $.0001. Par value of Preferred Stock is $.0001.

B. Stock rights

1. One share of common stock has one vote in any called shareholder's meeting. Shareholders in the common stock of the company shall equally share in any called dividend authorized by the board decision. There are no restrictions to the common stock unless a transfer restriction is placed on the share.

   (a) Shares obtained through the merger with United States Oil & Gas Corp are restricted and cannot be transferred.

2. Preferred Stock. No preferred stock has been issued.

Item X. Equity Structure.

As of 4/30/08 there are:
100,000,000 common shares authorized
36,761,227 common shares outstanding
981 shareholders
1,638 shares in the float

There are no preferred shares issued.

Item XI. Securities offerings and shares issued for services.

As far as the current management knows, the Company has not solicited a securities offering the past two years

As far as the current management knows, no shares issued for services in past two years

Part C	Management and Control Structure

Item XII. The Officers and Control Persons.

A. Officers and Directors.

Alex Tawse, CEO, President, Treasurer

KAIZEN INSTITUTE
Vice President of Operations 2005 to February 2007

- Managed consulting and training operations for North American business unit:
- Managed budget, P&L, marketing strategy, and implementation of strategic plan
- Hired and trained consulting, marketing, and office staff
- Developed new business and managed customer relations
- Restructured operations and internal management systems to improve revenue generation and customer retention
- Generated over two million dollars of new contracts in 2006
- Acquired new clients; Stewart & Stevenson, Dannon Yogurt, Bacardi, Sypris Technologies, JB Poindexter, BioMerieux, and Hella Lighting
- Established strategic partnership with lean software provider to co-market products and services
- Established the Kaizen College; trained over 250 business executives to effectively implement a sustainable lean strategy of continuous improvement.

KAIZEN INSTITUTE
Chief Financial Officer 1998 to 2005

- Established global headquarters in Zug, Switzerland; managed company finances, G/L, cash flow, and reporting; hired and supervised accounting staff; secured access to capital
- Realized annual labor cost savings of over $200k through lean accounting systems and policies
- Reduced cash collection cycle from 120 days to 45 days
- Established affiliate offices in Poland, Romania, Czech Republic, and New Zealand
- Restructured U.S. business unit; obtained financing; secured investors; developed compensation structure for independent consultants; reduced overhead costs by 50%

Lean Consultant & Trainer 2002 to 2007

- Achieved over $10 million in annual cost savings for customers; Bacardi (U.S., Italy and U.K.), Nike (China), Aviacor (Russia), Kraft Foods, Dannon, and Stewart and Stevenson
- Guided top management and shop floor personnel to achieve competitive advantage through improved production systems, greater process flexibility, and increased throughput capacity; without investment in new equipment or additional labor
- Provided pro-bono consulting to local community center to improve customer service
- Developed, utilized and trained others in lean principles and tools such as:
- Total Quality Systems • Kaizen Office Systems • 5S
- Process Standardization • JIT/Pull Systems (Kanban) • Mistake Proofing
- Value Stream Mapping • Total Change Management • Cell Design
- Quick Changeover (SMED) • Total Productive Maintenance • Lean Accounting

Matthew Maza, Secretary

Cident Law Group PLLC — Oct 2007 – Current
Attorney

Advanced H2O — Feb 2007 – Sept 2007
Financial Analyst
Financial projections and modeling creation for funding purposes

Tax Help Associates — Sept 2006 to Feb 2007
Attorney
Advising and creating holding and operating companies for business owners that want to either start a new business or change business structure to financially plan for better tax situations. / Creating holding and operating companies for both liability prevention and tax avoidance purposes. / Company website blogging on tax matters. / Negotiating with the Internal Revenue Service concerning their tax collection activities against various clients.

SEC Attorneys, LLC — Jan 2006 to Current
Attorney — September 2003 – May 2004

Drafting LPA & Fund memorandum. Fund Size: $50M. / Drafting and reviewing financing memoranda and ensured that transactions complied with SEC rules and regulations for private offerings. Private offerings to date: $9M / Drafting and negotiating contracts - letters of intent, letters of merger termination, NDAs, private placement memoranda, and acquisition or merger agreements. / Creating financial projections using Excel to determine stock price and to forecast the effects of potential acquisitions and mergers for disclosure within private placement memoranda.

Amazon.com — August 2004 – May 2005
Internet Technologies Negotiator
Negotiated complex software license, hardware, content, service, and other IT contracts with external vendors for internal clients ranging from maintenance to new projects worth upwards of one million dollars. / Created a database, query-filter, and contracts repository system - a foundation for efforts to coordinate Sarbanes-Oxley Rule 404 compliance of various types of contracts across multiple departments.

Keith Field, Director

Mr. Field is currently chairman of Mundus Group, Inc.
Sr. Vice President of Marketing for RAI a subsidiary under Mundus Group, Inc.
VTOL aerospace technologies project since 1997 as project development coordinator.

Mr. Field has been the chief writer for several businesses including Green Energy Live, Wyncrest, XTrava, Nano Sol, RAI, Mundus Group and Heartland and has developed and written their business plans, marketing strategy and website content. Mr. Field co-developed the current UAV VTOL military and civilian applications including the concept of Pedestrian Proximity. As coordinator for the US Navy CRADA Cooperative Research and Development Agreement from 2000-2004 he prospected all CNC steel and composite parts vendors, design and aviation engineers, business acquisitions and services and continues work with US NAVY patent attorneys. Mr. Field has been a prospecting analyst and coordinator since 2000 having successfully prospected industry profiles in all 50 states in manufacturing, communications, biotech, medical, real estate, finance, brokers, auto dealers, electric motors, production studios, satellite, timber, exotic woods, PR firms and many more. In high tech marketing and sales for over 25 years and a manager for ITT 1995-96 and consultant for AT&T 1991-93, Mr. Field majored in Architectural Engineering and received honors from Illinois Institute of Technology. Mr. Field attended Drake University where he majored in Business/Psychology. Mr. Field received/academic scholarship to Loyola University's Medical school and majored in Bio/Psychology completed internship program as Loyola counselor & staff / studied Computer Science at Roosevelt University, Chicago. Mr. Field has played stringed instruments since he was 5 and has owned a recording studio for over 30 years. Mr. Field has composed, performed, and produced 100s of songs, commercials and film scores from Pacific Bell and the LA Lakers themes to Bay Watch, National Geographic and Pulp Fiction. Mr. Field owns KMFMuzik and is a partner with TrackTown Records.

All of the above members/officers have the same business address is same as above

B. Legal/Disciplinary History

1. There have been no criminal actions against any of the above members.
2. There has been no order, judgment, or decree by a court against any of the above members.
3. There have been no findings or judgment from the SEC, CFTC, or state securities regulator against any of the above members.
4. There has been no order barring, suspending, or otherwise limiting any of the above persons' involvement in any type of business or securities activities.

C. Disclosure of Certain Relationships

The Good One, Inc., a shareholder, has a consulting contract with the Company in providing financing consulting for the purpose of a) providing assistance with due diligence processes, capital structures, and capital resources such as accredited investors, private equity participants, micro/small cap equity funds, broker/dealers, and institutional investor relationships; b) structuring and providing alternative sources for accounts receivable, purchase order and other asset-based or cash flow financing; c) identify and coordinate investor relations services; d) guidance and assistance in available alternatives to maximize shareholder value; e) development of potential strategic alliances, mergers and acquisitions; and f) periodic preparation and distribution of research reports and other information to the broker/dealer and investment banking community.

The compensation to The Good One, Inc. is a consulting fee. No further shares are granted under this agreement.

D. Disclosure of Conflict of Interest

There are no transactions or conflicts of interests between any related party, executive officer, or director with competing professional or personal interests.

Item XIII. Beneficial Owners

The following individuals/companies have more than 5% in USOG:

1. Keith Field
2. Kaleidoscope Real Estate Inc.
   (a) Sole Owner: Nickole Coleman, 6757 Palijay Court, Las Vegas, NV 89103
   (b) Registered Agent: CSC Services of Nevada, Inc. 502 East John Street, Carson City, NV 89706
3. The Good One, Inc.
   (a) Sole Owner: June Stevens, 5860 Citrus Blvd Suite D, #146, Haralan, LA 70123
   (b) Registered Agent: CSC Services of Nevada, Inc. 502 East John Street, Carson City, NV 89706

Item XIV. Advisors

A. Legal Counsel:
1. Anslow and Jaclin, LLP
2. 195 Route 9 South, Suite 204, Manalapan, NJ 07726

B. Legal Counsel:
1. Law Offices of William B. Barnett
2. 21550 Oxnard Street, Suite 200, Woodland Hills, CA 91367

C. Legal Counsel:
1. Cident Law Group PLLC
2. 2524 Boyer Ave East, #440, Seattle, WA 98102

D. Accounting/Audit firm
1. PMB Helin Donovan
2. 5918 W. Courtyard, Suite 400, Austin, TX 78730

Part D Financial Information

Item XV. Financial Information for most recent fiscal period.

Attached

Item XVI. Financial information for two preceding fiscal years.

Attached

Item XVII. MDA or Plan of Operation

A. Plan of Operation

Over the next 12 months, USOG's strategy is to acquire or deploy proprietary technologies that will explore, extract the oil and gas trapped in the earth using the latest technologies to create a small footprint as well as low capital cost and low operating cost technology platforms that can rapidly and economically be deployed to the site.

US Oil and Gas Corporation Plan

- To acquire existing companies that service the oil and gas industry
- To acquire existing oil and gas technology companies
- To develop and /or acquire proprietary patented composite drilling technology
- To produce innovative drilling technology and services that minimize environmental impact
- To utilize state-of-the-art technology to develop innovative revenue streams
- Build for long-term growth and value creation.

USOG will oversee the acquisition of oil and gas transportation, petrochemical and drilling technologies and be proactive in securing its strategic market by prospecting and acquiring companies to complement the symbiotic nature of the parent company's philosophy.

US Oil and Gas Corporation Value Creation

US Oil and Gas will create value for its investors by exploiting its proprietary prospecting system to identify companies that fit the strategy. Our system incorporates successful middle-American companies that are not targeted by large conglomerate industries that can be purchased with substantial equity positions. Our system reviews between 500 and 2000 companies a month. The software system identifies, selects and acquires target companies. USOG management includes significant operational expertise that can grow profits through streamlined processes and the exploitation of synergies between the companies that are purchased.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations

As a start-up operation, USOG aims to use its technology to proceed with this opportunistic time. These are good times for those who have waited patiently for the American public to become aware of the absolute responsibility we have for energy security, development and independence and what history will show, was shortsightedness as we are faced with our critical energy shortages.

As the head of Dow Chemical says the United States is facing the worst energy crisis in its history, not in fuelling cars but in home heating. "American consumers worry about oil and the price of gasoline," the chief executive of Dow Chemical, Andrew Liveris, said. "They should worry that there may not be enough natural gas to heat and cool their homes".

Businessmen share the hope that the energy resting beneath the waters of the central Gulf of Mexico might bring relief from high natural gas prices and they wonder why it isn't being pumped. The Senate was expected to vote to expand oil and gas drilling to 8.3 million acres of Gulf waters off-limits to energy development for a quarter-century. The House has passed a broader bill dealing with offshore drilling. Additional oil reserve finds in Bakkan formation in North Dakota as well as the Marcellus Shale on the East coast provide great opportunity for the industry.

Watching the developments closely are the many businesses that face this widespread problem. Natural gas prices have soared and companies are feeling the pain. The answer is more production, including in the restricted coastal waters.

By providing access to financial markets and expanded marketing opportunities, US Oil and Gas becomes the facilitator for future growth and higher long-term profits. US Oil and Gas success is simple. As the Company grows through sound acquisitions, the ability to effectively attract and redirect additional capital increases. Shareholder wealth is increased by finding undervalued companies with good management in a specific industry or market, acquiring that company at a reasonable price and then providing the means for future growth that would not have otherwise been possible.

In the process, new synergies will develop between the various business units. While each business unit will have their own individual financial and business strengths, these synergies when coordinated effectively, will allow for greater cost effectiveness and strategic gains overall. The ability to redirect capital to create a well-balanced conglomerate results in increased profitability and consistency of results in any economic climate.

Currently funding has been provided through sale of restricted regulation S common stock. This funding will continue and additional sources added once an acquisition is finalized.

In March of 2008, the Company signed a Letter of Intent to purchase several related companies that provide drilling and portable helicopter services to oil and gas customers. An audit of the prospective acquisition is underway as well as finalization of acquisition financing.

C. Off-balance Sheet Arrangements

There are currently no arrangements that are off the balance sheet.

Part E Exhibits

Item XVIII. Material Contracts

A. Material Contract

1. There are no contracts outside of purchase or sale of current assets having a determinable market price.
2. There are no contracts of which the Company is substantially dependent.
3. There are no contracts for purchase or sale of any property, plant, or equipment exceeding 15% of Company's assets.
4. There is no material lease of any property described in this disclosure

B. Compensation Plans – all compensatory plans provided to employees, officers, and directors provides for the same method of allocation of benefits between typical management and non-management participants.

Item XIX. Articles of Incorporation and Bylaws

Attached

Item XX. Issuer's Certifications

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

I, Alex Tawse, certify that: 1. I have reviewed this annual statement of United States Oil and Gas Corp; 2. based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and 3. based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: Monday, May 19, 2008

Alex Tawse
CEO, USOG

United States Oil & Gas Corp, Subsidiary of Issuer

Balance Sheet
Ending 12/31/2007

Assets

Current assets:		
Cash and cash equivalents	$	207,937
Prepaid expenses and other current assets		8,000
Total current assets		215,937
Property and equipment:		
Computer equipment		10,658
Less accumulated depreciation and amortization		(1,407)
Net property and equipment		9,251
Total assets	$	225,188

Liabilities and Stockholder's Equity

Current liabilities:		
Accounts payable and accrued liabilities	$	2,426
Total current liabilities		2,426
Long-term liabilities		—
Total liabilities		2,426
Stockholder's equity:		
Common stock, .0001 par value, 100,000,000 shares authorized, 36,132,660 shares issued and outstanding at December 31, 2007		3,613
Additional Paid In Capital		621,823
Deficit accumulated during the development stage		(402,674)
Total stockholder's equity		222,762
	$	225,188

United States Oil & Gas Corp, Subsidiary of Issuer

Operating Statement
Ending 12/31/2007

Revenues		
Total revenues		—
Operating expenses:		
Consultant Fees		225,000
Service, Prospecting and Administrative Fees		143,706
Depreciation and amortization		1,407
Other expenses		33,293
Total operating expenses		403,406
Loss from operations		(403,406)
Other income (expense), net		
Interest income		732
Total other income, net		732
Loss before income tax expense		(402,674)
Income tax expense		—
Net loss	$	(402,674)
Net loss per share, basic and fully diluted	$	(0.01)
Weighted average common shares outstanding		35,219,781

United States Oil & Gas Corp, Subsidiary of Issuer

Cash Flows Statement
Ending 12/31/2007

Cash flows from operating activities:		
Net income	$	(402,674)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization		1,407
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets		(8,000)
Accounts payable and accrued liabilities		2,426
Net cash provided by operating activities		(406,841)
Cash flows from investing activities:		
Accounts receivable from employees, net		
Purchases of property and equipment		(10,658)
Net cash used in investing activities		(10,658)
Cash flows from financing activities:		
Proceeds from issuance of common stock		3,460
Proceeds from sale of common stock, net of issuance costs		621,976
Net cash used in financing activities		625,436
Net decrease in cash and cash equivalents		207,937
Cash and cash equivalents at inception		—
Cash and cash equivalents at end of year	$	207,937
Supplemental disclosure of cash flow information:		
Cash paid for interest	$	—
Cash paid for income taxes	$	—

Report of Independent Registered Public Accounting Firm

The Board of Directors and Members'
United States Oil & Gas Corp

We have audited the accompanying balance sheets of United States Oil & Gas Corp (the Company) (a Development Stage Company) as of December 31, 2007, and the related statements of operations, Stockholders' equity, and cash flows for the period from inception (April 20, 2007) through December 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of United States Oil & Gas Corp as of December 31, 2007, and the results of its operations and its cash flows for the period from Inception through December 31, 2007, in conformity with generally accepted accounting principles in the United States of America.

PMB Helin Donovan, LLP

May 2, 2008
Austin, Texas

Note 1 – Nature of Business

Organization

United States Oil & Gas Corp. (the "Company") was incorporated on April 20, 2007 under the laws of the State of Nevada. The Company is currently in the process of performing product research and development, raising equity capital and seeking acquisition candidates to accomplish its growth strategies. The Company intends to conduct business in oil and gas drilling and service industry with a focus on green technologies that create the smallest ecological footprint possible.

Development Stage Activities

The Company is a development stage company, as defined in the Financial Accounting Standards Board Statement of Financial Accounting Standards (SFAS) No. 7. The Company is devoting substantially all of its present efforts in securing and establishing a new business, and although planned operations have commenced, no revenues have been realized.

The Company is subject to many risks associated with early-stage businesses in the oil and gas industry, including its ability to raise capital, reliance on key persons, and uncertainties surrounding market acceptance of the Company's products.

To date the Company has experienced losses from its operations and anticipates that it will require additional capital resources, including the net proceeds from additional equity and debt financing transactions, to generate revenue and achieve positive cash flows from operations. The Company's ability to generate positive cash flows depends upon a variety of factors, including the acceptance in the market for the Company's products and various other factors, some of which may be beyond the Company's control. There can be no assurance that such financing transactions will be consummated or that such revenue will be generated.

Note 2 – Significant Accounting Policies

The accounting and reporting policies of the Company conform to U.S. generally accepted accounting principles (GAAP) and to general practices within the oil and gas industry. The following summarizes the more significant of these policies.

Cash Equivalents

For purposes of the statements of cash flows, the Company considers short-term investments, which may be withdrawn at any time without penalty, and restricted cash, which will become available within one year from the date of the financial statements, to be cash equivalents.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Note 2 – Significant Accounting Policies (continued)

Equipment and Depreciation

Equipment is stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from 3 to 7 years. Management periodically reviews these assets to determine whether carrying values have been impaired.

Income Taxes

Deferred income tax assets and liabilities are computed annually for differences between the financial statements and federal income tax basis of assets and liabilities that will result in taxable or deductible amounts in the future, based on enacted tax laws and rates applicable to the period in which the differences are expected to affect taxable income. Deferred income tax benefits result from net operating loss carry-forwards. Valuation allowances are established when necessary to reduce the deferred tax assets to the amount expected to be realized. Due to the development stage nature of the Company's business, any deferred tax benefit from the anticipated utilization of net operating losses generated during the interim period have been offset by a valuation allowance. Income tax expense is the tax payable or refundable for the period plus, or minus the change during the period in deferred tax assets and liabilities.

Loss Per Common Share

Basic loss per share of $.01 represents loss absorbed by common shareholders divided by the weighted average number of common shares outstanding during the 256 day period as of inception April 20, 2007. The weighted average number of shares outstanding was 35,626,882 (need calculation) during 2007.

Note 3 – Liquidity

These financial statements have been prepared assuming that the Company will continue as a going concern. The Company is in the development stage. The Company has accumulated net losses of approximately $402,674 from its Inception through December 31, 2007. The Company has historically been financed through an issuance of common stock. As of December 31, 2007, the Company's principal source of liquidity consisted of $207,937 of cash and cash equivalents. To continue its current level of operations beyond June 30, 2008, it is expected that the Company will need to seek additional funds through the issuance of additional equity or debt securities or other sources of financing. Additional financing sources may not be available when and if needed by the Company. If the Company were unable to obtain the necessary additional financing, it would be required to reduce the scope of its operations, primarily through the reduction of discretionary expenses, or discontinue operations.

Note 4 – Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board (FASB) issued SFAS No. 157, "Fair Value Measurements". The objective of SFAS 157 is to increase consistency and comparability in fair value measurements and to expand disclosures about fair value measurements. SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. The provisions of SFAS No. 157 are effective for fair value measurements made in fiscal years beginning after November 15, 2007. The adoption of this statement is not expected to have a material effect on the Company's future reported financial position or results of operations.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115". This statement permits entities to choose to measure many financial instruments and certain other items at fair value. Most of the provisions of SFAS No. 159 apply only to entities that elect the fair value option. However, the amendment to SFAS No. 115 "Accounting for Certain Investments in Debt and Equity Securities" applies to all entities with available-for-sale and trading securities. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provision of SFAS No. 157, "Fair Value Measurements". The adoption of this statement is not expected to have a material effect on the Company's financial statements.

("SFAS No 141R"), Accounting for Business Combinations. The objective of SFAS No. 141-R is to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial reports about a business combination and its effects. To accomplish that, this Statement establishes principles and requirements for how the acquirer recognizes and measures the identifiable assets acquired, the liabilities assumed, and any non-controlling interest acquired, in its financial statements. The acquirer must also recognize and measure the goodwill acquired in the business combination or a gain from a bargain purchase, and determine what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS No. 141-R is effective January 1, 2009, and could have a significant impact on the Company's accounting for any business combinations closing on or after January 1, 2009.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160 ("SFAS No 160"), Non-controlling Interests in Consolidated Financial Statements. The objective of SFAS No. 160 is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards for the non-controlling interest in a subsidiary. SFAS No. 160 is effective January 1, 2009, and is not expected to have a significant impact on the Corporation's consolidated financial position or results of operations.

Note 5 – Common Stock

The Company has placed 3,000,000 shares of its common stock with a third-party placement agent for sale to that entity's clients at an issuance price of $1.50 per share, of which the Company is expected to receive a per share amount to be determined after payment of negotiated placement costs.

Note 6 – Related party Transactions and Commitments

The Company has entered into various month-to-month consulting agreements with certain shareholders as of or during the period then ended December 31, 2007. Such commitments are expected to be satisfied through cash payments. Cash payments under these consulting agreements amounted to $351,700 during the period from Inception (April 20, 2007) through December 31, 2007.

These related party payments included:

Contract	**Affiliate**	**Monthly Amount**		**Total for 2007**
The Company has entered into a contractual agreement for the procurement of human resource related services that required a $5,000 start up fee, payable in August 2007. Monthly service costs will vary based on services required and can be cancelled by either party with 30 days notice.	HR Management Systems is an affiliated company with Alex Tawse, President and Shareholder	Currently $20,000 per month	$	92,500
The Company has entered into a financial consulting agreement with Kaleidoscope Real Estate, Inc.	Kaleidoscope is an affiliated company and shareholder	Currently $20,000 per month		160,000
The Company has entered into a contract with its Chairman for services.	Keith Field, Chairman and Shareholder	Currently $5,000 per month		25,000
The Company has entered into a contract with its President for services.	Alex Tawse, President and Shareholder	Currently $3,000 per month		49,200
The Company has paid The Good One for services.	The Good One is an affiliated company and shareholder	No current commitment		25,000
			$	351,700

Note 7 – Subsequent Events (unaudited)

In January, 2008, the Company purchased majority shareholding in Sustainable Energy Development Corp. (SEGV.PK) for a price of $175,000. Subsequent to the purchase, SEGV changed its name to United States Oil and Gas, Corp (USOG.PK) and as of April, 2008 the companies are in the process of merging.

In March of 2008, the Company signed a Letter of Intent to purchase several related companies that provide drilling and portable helicopter services to oil and gas customers. The purchase required a $50,000 deposit into an escrow account and acquisition is currently in process.

SUSTAINABLE ENERGY DEVELOPMENT, INC.
(SEGV)

UNAUDITED FINANCIAL STATEMENTS

AS OF FEBRUARY 12, 2008, JANUARY 31, 2008 AND
AS OF DECEMBER 31, 2007 AND 2006

SUSTAINABLE ENERGY DEVELOPMENT, INC. (SEGV)

INDEX

AS OF FEBRUARY 12, 2008, JANUARY 31, 2008, AND
AS OF DECEMBER 31, 2007 AND 2007

SUSTAINABLE ENERGY DEVELOPMENT, INC. (SEGV)

MANAGEMENT'S FINANCIAL STATEMENTS DISCLAIMER

AS OF FEBRUARY 12, 2008, JANUARY 31, 2008 AND AS OF DECEMBER 31, 2007 AND 2006

The unaudited financial statements as described above were prepared by and for management only and are not to be construed in any other way.

SUSTAINABLE ENERGY DEVELOPMENT, INC. (SEGV)
UNAUDITED BALANCE SHEETS

AS OF FEBRUARY 12, 2008, JANUARY 31, 2008, AND
AS OF DECEMBER 31, 2007 AND 2006

	AS OF		AS OF DECEMBER 31,	
	February 12, 2008	January 31, 2008	2007	2006
ASSETS				
CURRENT ASSETS				
Cash	$ -	$ -	$ -	$ -
Total Current Assets	-	-	-	-
OTHER ASSETS				
Investment in Assignment of Intellectual Property Rights Agreement Committed to Receive				1,150,000
Total Assets	$ -	$ -	$ -	$ 1,150,000
LIABILITIES				
CURRENT LIABILITIES:				
Accounts Payable - Olde Monmouth Stock Transfer	$ 285	$ (225)	$ 1,655	$ 400
Accrued Expense - Clark Wilson LLP	$ 1,500	$ 1,000	$ 1,000	
Accrued Expense - Richard Sellers	5,000	-	-	-
Accounts Payable - James Porter	4,684	3,089	65,800	20,000
Commitments to Expend On/For Investment in Intellectual Property Rights Agreement			-	700,000
Total Current Liabilities	11,469	3,864	68,455	720,400
Total Liabilities	11,469	3,864	68,455	720,400
STOCKHOLDERS' EQUITY (DEFICIENCY)				
Preferred stock - $.0001 par value, 10,000,000 shares authorized, none issued and outstanding	-	-	-	-
Common stock, - $.0001 par value, 200,000,000 shares authorized, refer to statement of stockholders' equity	1,758	1,758	1,008	3,558
Additional paid-in capital	238,300	238,300	164,050	696,500
Accumulated (Deficit)	(251,527)	(243,922)	(233,513)	(270,458)
Net Stockholders' Equity (Deficiency)	(11,469)	(3,864)	(68,455)	429,600
Total Liabilities & Equity (Deficiency)	$ -	$ -	$ -	$ 1,150,000

For Management Purposes Only
See Notes to Financial Statements

SUSTAINABLE ENERGY DEVELOPMENT, INC. (SEGV)
UNAUDITED STATEMENTS OF OPERATIONS

FOR THE PERIODS ENDING FEBRUARY 12, 2008, JANUARY 31, 2008 AND
FOR THE TWO YEARS ENDING DECEMBER 31, 2007 AND 2006

	PERIODS ENDING		YEARS ENDING	
	February 12, 2008	January 31, 2008	2007	2006
SALES	$ -	$ -	$ -	$ -
OPERATIONS				
Professional Services	5,500	-	11,000	-
Officer Compensaton	-	10,000	60,000	20,000
Research - Gas Ejector Turbine	-	-	-	250,000
All Other Expenses	2,105	409	2,055	5,400
TOTAL ALL OTHER OPERATING EXPENSES	7,605	10,409	73,055	275,400
OPERATING INCOME (LOSS)	(7,605)	(10,409)	(73,055)	(275,400)
OTHER INCOME (EXPENSE):				
Gain on Unwinding Agreement	-	-	110,000	-
NET OTHER INCOME (EXPENSE):	-	-	110,000	-
NET INCOME (LOSS) BEFORE PROVISION FOR INCOME TAX	(7,605)	(10,409)	36,945	(275,400)
PROVISION FOR INCOME TAX	-	-	-	-
NET INCOME (LOSS)	$ (7,605)	$ (10,409)	$ 36,945	$ (275,400)
BASIC AND DILUTED EARNINGS (LOSS) PER SHARE	(0.00)	(0.00)	0.00	(0.02)
BASIC & DILUTED WEIGHTED AVERAGE SHARES OF COMMON STOCK	17,580,909	16,129,296	32,013,786	17,265,841

SUSTAINABLE ENERGY DEVELOPMENT, INC. (SEGV)
UNAUDITED STATEMENT OF STOCKHOLDERS' EQUITY
FROM DECEMBER 31, 2005 (DATE OF RECAPITALIZATION) FOR THE TWO YEARS ENDING DECEMBER 31, 2006 AND 2007
AND FOR THE PERIODS ENDING JANUARY 31, AND FEBRUARY 12, 2008

	Preferred Stock Par Value $0.001		Common Stock Par Value $0.001		Paid In Excess of Par	Accumulated (Deficit)	Net Equity (Deficiency)
	Shares	Amount	Shares	Amount			
Balance - December 31, 2005 (Date of Recapitalization)	-	$ -	580,909	$ 58	$ -	$ (58)	$ -
Common Stock Issued:							
For Assignment of intellectual Property			35,000,000	3,500	696,500		700,000
(Loss) for the year 2006						(270,400)	(270,400)
Balance - December 31, 2006	-	-	35,580,909	3,558	696,500	(270,458)	429,600
Common Stock Issued:							
For Services			2,500,000	250	24,750		25,000
Common Stock Returned and Cancelled							
From Unwind Agreement			(28,000,000)	(2,800)	(557,200)		(560,000)
Income for the year 2007						36,945	36,945
Balance - December 31, 2007	-	-	10,080,909	1,008	164,050	(233,513)	(68,455)
Common Stock Issued:							
For Services			7,500,000	750	74,250		75,000
Loss for the month of January 2008						(10,409)	(10,409)
Balance - January 31, 2008	-	-	17,580,909	1,758	238,300	(243,922)	(3,864)
(Loss) for the 12 days ending February 12, 2008						(7,605)	(7,605)
Balance - February 12, 2008	-	$ -	17,580,909	$ 1,758	$ 238,300	$ (251,527)	$ (11,469)

For Management Purposes Only
See Notes to Unaudited Financial Statements

SUSTAINABLE ENERGY DEVELOPMENT, INC. (SEGV)
UNAUDITED STATEMENTS OF CASH FLOWS

FOR THE PERIODS ENDING FEBRUARY 12, 2008, JANUARY 31, 2008 AND
FOR THE TWO YEARS ENDING DECEMBER 31, 2007 AND 2006

	PERIODS ENDING		YEARS ENDING	
	February 12, 2008	January 31, 2008	2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net Income (loss)	$ (7,605)	$ (10,409)	$ 36,945	$ (270,400)
Adjustments to reconcile net (loss)				
to net cash from (to) operating activities:				
Gain on Unwinding Agreement			(110,000)	
Stock Issued for Services - Officer/Director	-	75,000	15,000	
Stock Issued for Services - Non-Officer/Director			10,000	
Stock Issued for Intellectual Properties				250,000
Changes in operating assets and liabilities which				
increase (decrease) cash flow:				
Accounts Payable and accrued expenses	6,010	(1,880)	2,255	400
Accounts Payable - James Porter	1,595	(62,711)	45,800	20,000
Net cash provided (used) from operating activities	-	-	-	-
CASH FLOWS FROM INVESTING ACTIVITIES:				
No Cash in or out	-	-	-	-
Net cash provided (used) from investing activities	-	-	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:				
No Cash In or Out	-	-	-	-
Net cash provided (used) from financing activities	-	-	-	-
NET INCREASE (DECREASE) IN CASH EQUIVALENTS	-	-	-	-
CASH AND CASH EQUIVALENTS - Beginning of Period	-	-	-	-
CASH AND CASH EQUIVALENTS - End of Period	$0	$0	$0	$0

For Management Purposes Only
See Notes to Unaudited Financial Statements

SUSTAINABLE ENERGY DEVELOPMENT, INC. (SEGV)
UNAUDITED STATEMENTS OF CASH FLOWS

FOR THE PERIODS ENDING FEBRUARY 12, 2008, JANUARY 31, 2008 AND
FOR THE TWO YEARS ENDING DECEMBER 31, 2007 AND 2006

	PERIODS ENDING		YEARS ENDING	
	February 12, 2008	January 31, 2008	2007	2006
SUPPLEMENTAL DISCLOSURE				
CASH PAID FOR:				
Interest	$ -	$ -	$ -	$ -
Taxes	$ -	$ -	$ -	$ -
NON CASH INVESTING AND FINANCING ACTIVITIES:				
STOCK ISSUED FOR:				
Intellectual Properties & Future Commitments - Net	$ -	$ -	$ -	$ 700,000
(Cancellation) of Stock Unwind Agreement - Net			$ (560,000)	
Services - Officer/Director		$ 75,000	$ 15,000	
Services - Non-Officer/Director			$ 10,000	

For Management Purposes Only
See Notes to Unaudited Financial Statements

NOTE 1 – Organization, History and Business Activity

Sustainable Energy Development, Inc. ('SEGV" or the "Company") is a Delaware corporation, first incorporated on January 25, 1988 under the name "Massapequa Ventures, Inc." Over the years its name has changed various times until on June 5, 2006 the Company name was changed to "Sustainable Energy Development, Inc."

This name change was made in conjunction with a plan of reorganization in 2006 to move into the research and development of intellectual property. To accomplish this, the Company issued 28,000,000 shares to a wholly-owned subsidiary of Australian Gold Holdings ("AGHL"), an Australian private company, and 7,000,000 to other parties. AGHL had created a subsidiary in the United States that had acquired certain intellectual property rights to a bladeless gas turbine. By an agreement dated July 11, 2006 titled "Assignment of Intellectual Property Rights," the Company received these rights and the related research to that point along with commitments to receive the necessary funding to complete the research and develop the concept ready to market. Pursuant to the share issuance, the Company became a majority owned subsidiary of AGHL. This venture was not funded as committed in the Assignment of Intellectual Property Rights. As a result, it did not move forward as anticipated.

On October 24, 2007, the Company and the subsidiary of AGHL agreed to undo the agreements between them in what is titled the "Unwind Agreement." AGHL and its subsidiary returned the 28,000,000 shares of common stock it had received in the Company. The Company relinquished all claims and rights to the intellectual properties it had acquired on July 11, 2006.

On or around February 12, 2008 the majority shareholders sold their interests in the Company to US Oil and Gas Corp., a Nevada corporation based out of Austin, Texas. These unaudited financial statements reflect the financial position of the Company as of February 12, 2008 and do not reflect any activity dealing with this change of ownership control or the impending change of management this transaction brought about.

NOTE 2 – Summary of Significant Accounting Policies

(a) – General Statement of Accounting and Basis of Presentation

The Company prepares its books and records on the accrual basis. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

(b) - Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less to be cash equivalents.

(c) – Impairment of Long-Lived Assets

The Company periodically evaluates the economic recoverability of all of its long-lived assets. When the Company determines that an asset has been impaired, it will recognize the loss in its statement of operations.

(d) – Fair Value of Financial Instruments

The methods and assumptions used to estimate the fair value of each class of financial instruments are as follows:

> Accounts payable and accrued expenses approximate fair value because of the short maturity of these instruments
>
> As of December 31, 2006, it was not practicable to estimate the fair value of the investment in Assignment of Intellectual property Rights Agreement Committed to Receive nor the Commitments to Expend On/For Investment in Intellectual Property Rights Agreement because the Commitment to Receive came from funding outside of AGHL and the Commitment to Expend was wholly dependent on the Commitment to Receive.

(e) - Intangible Assets

The Company has adopted the provisions of Financial Accounting Standard 142, "Goodwill and Other Intangible Assets", effective for fiscal years beginning after December 15, 2001. According to FAS 142, goodwill and other intangible assets should not be amortized. Instead, they should be reviewed at least annually for impairment and charged to earnings only when recorded value exceeds implied fair value. That is to say, that instead of methodically writing off the cost of intangible assets, they remain on the financial statements "as is" until the Company determines the amount recorded on the financial statements exceeds what the Company believes it is still worth. At that time, the Company reduces the value to what it believes it is still worth. Once reduced, it remains reduced, even if the value should increase later.

FAS 142 also requires expensing research relating to intellectual properties (intangible assets). The gas turbine concept was still in research when the Company acquired the rights to it; thus, the $250,000 cost in obtaining the rights in 2006 is expensed upon acquisition and is reported as an expense in the statement of operations as of December 31, 2006.

When the Unwind Agreement became effective on October 24, 2007, all assets and liabilities relating to the intellectual properties were written off. In addition, the original value assigned to the issuance of the 28,000,000 shares of common stock issued was reversed. The net of these adjustments is reported on the statement of operations under other income as an $110,000 gain on Unwinding Agreement as of December 31, 2007.

As of December 31, 2006 when the Company evaluated the fair value of its intangible assets dealing with the future commitments to research and develop intellectual properties, management noted all parties fully intended to keep their commitments. Management concluded fair values equaled or exceeded book value. Therefore, there is no impairment to recognize in the financial statements as of December 31, 2006.

(f) – Revenue Recognition

The Company recognizes revenue in the period in which the services are rendered and the products are shipped

(g) – Financial and Concentrations of Risk

Presently, the Company has no financial instruments that potentially subject the Company to significant concentration of credit risk.

(h) – Income Taxes

The Company has adopted the provisions of Financial Accounting Standard 109, "Accounting for Income Taxes," which incorporates the use of the asset and liability approach of accounting for income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future consequences of temporary differences between the financial reporting basis and the income tax basis of assets and liabilities. The Company has experienced significant ownership changes that may reduce or eliminate any or all of the otherwise available net operating loss carry-forwards. Consequently, of the $251,527 accumulated losses as of February 12, 2008, no income tax benefit is recognized in the financial statements, as it is not known whether such losses will ever be applied in the future.

(i) – Advertising

The Company has no significant advertising costs. Presently, all advertising costs are expensed as they occur.

(j) – Comprehensive Income

The Company has adopted the provisions of Financial Accounting Standard 130, "Reporting Comprehensive Income". The Company has no reportable differences between net income and comprehensive income; therefore, a statement of comprehensive income has not been presented.

(k) – Earnings (Loss) per share of Common Stock

The basic and diluted earnings (loss) per common share in the accompanying statements of operations are based upon the net income (loss) divided by the weighted average number of shares outstanding during the periods presented. Diluted net (loss) per common share is the same as basic net (loss) per share because including any pending shares to issue would be anti-dilutive.

(l) - Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(m) - Recent Accounting Pronouncements

The Company does not expect that the adoption of other recent accounting pronouncements will have a material impact on its financial statements.

NOTE 3 – Financial Condition and Going Concern

The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The operations of the Company have sustained continued operating losses and no cash has been raised since January 1, 2006. In the event the Company is unable to raise sufficient operating capital, the aforementioned conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the occurrence of such conditions and have been prepared assuming that the Company will continue as a going concern.

The Company has experienced majority ownership changes in 2006, 2007, and as of February 12, 2008. During these periods, management anticipated the Company would be able to raise capital or make acquisitions that would meet the needs of the Company to continue on as a going concern and/ or turn its operations into a profitable situation.

NOTE 4 – Related Parties

As of February 12, 2008 two shareholders owned the controlling interest in the Company On or around February 12, 2008, they sold their majority ownership in the Company to US Oil and Gas Corp. As management resigned prior to the sale, no related party information is presented; with amounts due to management reported as separate line items on the balance sheet instead.

NOTE 5 – Lease Commitment

The Company has no lease or rental agreements.

NOTE 6 – Equity Recapitalization

New management was appointed in August 2006, shortly after the majority ownership change took place with AGHL. In conjunction with this, new management could locate no financial activity dealing with the Company prior to the Assignment of Intellectual Property Rights made as of July 11, 2006. Consequently, the sole Director in a meeting of the Board set forth a resolution on September 1, 2006 to effect a reorganization of the presentation of SEGV's equity accounts of the balance sheet retroactive to the last prior year end, which was December 31, 2005, to effect a recapitalization. The recapitalization recognized the 100 old shares for 1 new share of stock that was approved effective June 21, 2006 retroactively back to December 31, 2005 because this reverse stock split was part and parcel to the majority ownership change to AGHL.

The recapitalization netted out paid in excess of par against accumulated deficit until all of paid in excess of par was used up. How much this netting represented is unknown. However, it provides a starting place to begin measuring SEGV's activity since majority ownership of SEGV was acquired by AGHL.

NOTE 7 – Stockholders' Equity

On June 21, 2006, the Company affected a reverse stock split wherein 100 old shares were exchanged for 1 new share of common stock. This has been recognized since inception in these financial statements.

Refer to Note 1 where the discussion of 28,000,000 shares of stock issued to AGHL was issued in 2006 and returned and cancelled in 2007. This transaction did not create any treasury stock.

The following common stock issues occurred, besides that with AGHL described above and in Note 1, since December 31, 2005:

> July 11, 2006 to Lusierna Asset Management for services rendered for 7,000,000 shares valued at $140,000.
>
> April 24, 2007 to Lusierna Asset Management for services rendered for 1,000,00(shares valued at $10,000.
>
> April 24, 2007 to an entity wholly owned by James Porter for his services as President and sole Director for 1,500,000 shares valued at $15,000.
>
> January 7, 2008 to an entity wholly owned by James Porter for his services as President and sole Director for 7,500,000 shares valued at $75,000.

The Company made a recapitalization effective December 31, 2005. Refer to Note 6.

NOTE 8 – Subsequent Events

As discussed in Note 1, the majority shareholders sold their stock on or around February 12, 2008 to US Oil and Gas Corp. ("US Oil"). Ownership control as well as management control passed to US Oil at that time.

STATE of DELAWARE
AMENDED CERTIFICATE of INCORPORATION
Of
United States Oil and Gas Corporation
A STOCK CORPORATION

First: The name of this Corporation is "United States Oil and Gas Corporation", was incorporated on the January 25, 1988 in the State of Delaware.

Second: Its registered office in the State of Delaware is to be located at 113 Barksdale Professional Center, in the City of Newark, County of New Castle, Zip Code 19711. The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served, is Delaware Intercorp, Inc.

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Fourth: The amount of total common stock of this corporation is authorized to issue shall be 100,000,000 with par value of $0.001. The amount of the total preferred stock shall be 10,000,000 with par value of $0.001 per share.

Fifth: The name and mailing address of the incorporator are as follows:

United States Oil and Gas Corporation
8650 Spicewood Springs Road, Suite 145-591
Austin, Texas 78759

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 16th day of May, A.D. 2008.

NAME: [signature]
Alex Tawse

BY: Alex Tawse
(Incorporator)

United States Oil and Gas Corporation

Corporate Bylaws

These are the bylaws of United States Oil and Gas Corporation, a Delaware corporation.

Article I: Meetings of Shareholders

1. The annual meeting of shareholders will be held on the Fourteenth of April. The annual meeting of shareholders will begin at one o'clock PM and will take place at the principal office of the corporation.

2. At the annual meeting, the shareholders will elect a board of three directors and may take any others shareholder action permitted by state law.

3. A special meeting of the shareholders may be called at any time by: the president or the majority of shareholders or the majority of directors.

4. At least 10 days before an annual or special meeting, the secretary will send a notice of the meeting to each shareholder. The notice must be sent by first-class mail and must state the time and place of the meeting. For a special meeting, the notice must also include the purposes of the meeting; no action can be taken at a special meeting except as stated in the notice, unless all shareholders consent.

5. Shareholders may attend a meeting either in person or by proxy. A quorum of shareholders at any shareholders' meeting will consist of the owners of a majority of the shares outstanding. If a quorum is present, the shareholders may adjourn from day to day as they see fit, and no notice of such adjournment need be given. If a quorum is not present, the shareholders present in person or by proxy may adjourn to such future time as they agree upon; notice of such adjournment must be mailed to each shareholder at least 10 days before such adjourned meeting.

6. Each shareholder, whether represented in person or by proxy, is entitled to one vote for each share of stock standing in his or her name on the books of the company.

7. Proxies must be in writing.

8. All shareholders' actions require the assent of a majority of the corporate shares that have been issued, but if state law requires a greater number of votes, that law will prevail.

9. Shareholders may, by written consent, take any action required or permitted to be taken at an annual or special meeting of shareholders. Such action may be taken without prior notice to

shareholders. The written consent must:

- state the action taken, and
- be signed and dated by the owners of shares having at least the number of votes that would be needed to take such action at a meeting.

If the written consent is not signed by all shareholders, the secretary will within three days send a copy of the written consent to the shareholders who did not sign it.

Article II: Stock

1. Stock certificates must be signed by at least the president of the corporation.

2. The name of the person owning shares represented by a stock certificate, the number of shares owned, and the date of issue will be entered in the corporation's books.

3. All stock certificates transferred by endorsement must be surrendered for cancellation. New certificates will be issued to the purchaser or assignee.

4. Shares of stock can be transferred only on the books of the corporation and only by the secretary, unless free-trading on a public market. If trading on a public market, the secretary shall obtain the names of the owners of those shares from an appointed broker-dealer or transfer agent.

Article III: Board of Directors

1. The board of directors will manage the business of the corporation and will exercise all the powers that may be exercised by the corporation under the statutes of the State of Delaware, the articles of incorporation, or the corporate bylaws.

2. A vacancy on the board of directors by reason of death, resignation, or other causes may be filled by the remaining directors, or the board may leave the position unfilled, in which case it will be filled by a vote of the shareholders at a special meeting or at the next annual meeting. During periods when there is an unfilled vacancy on the board of directors, actions taken by the remaining directors will constitute actions of the board.

3. The board of directors will meet annually, immediately following the annual meeting of shareholders. The board of directors may also hold other regular meetings, at times and places to be fixed by unanimous agreement of the board. At annual or regular meetings, the board may take any actions allowed by law or these bylaws. Special meetings may be called by: the president or any director, by giving five days' written notice to all directors.

A notice of a special meeting must be sent by first-class mail, and must state the time, place, and purposes of the meeting; no action can be taken at a special meeting of directors except as stated in the notice, unless all directors consent.

4. A quorum for a meeting will consist of majority of directors.

5. Directors will act only by the assent of a majority of those directors present

6. The directors will not be compensated for serving as such. A director may, however, serve in other capacities with the corporation and receive compensation for such service.

7. Directors may, by written consent, take any action required or permitted to be taken at a directors' meeting. Such action may be taken without prior notice to the directors. The written consent must:

- state the action taken, and
- be signed and dated by at least the number of directors whose votes would be needed to take such action at a meeting.

If the written consent is not signed by all directors, the secretary will within three days send a copy of the written consent to the directors who did not sign it.

8. Directors may meet or participate in meetings by telephone or other electronic means as long as all directors are continuously able to communicate with one another.

Article IV: Officers

1. The officers of the corporation will consist of a president, secretary, and treasurer, and such other officers as the board of directors may appoint.

2. The president will preside at all meetings of the directors and shareholders, and will have general charge of the business of the corporation, subject to approval of the board of directors.

3. In case of the death, disability, or absence of the president, the secretary will perform and be vested with all the duties and powers of the president.

4. The secretary will keep the corporate records, including minutes of shareholders' and directors' meetings and consent resolutions. The secretary will give notice, as required in these bylaws, of shareholders' and directors' meetings.

5. The treasurer will keep accounts of all moneys of the corporation received or disbursed, and will deposit all moneys and valuables in the name of the corporation in the banks and depositories that the directors designate. Checks against company accounts will be signed as directed by the board of directors.

6. The salaries of all officers will be fixed by the board of directors and may be changed from time to time by the board of directors.

Article V: Fiscal

1. The books of the corporation will be closed at a date to be selected by the directors prior to the filing of the first income tax return due from the corporation. The books will be kept on an accrual basis.

2. Within 90 days after the corporation's fiscal year ends, the treasurer will provide each shareholder with a financial statement for the corporation.

Article VI: Amendments

Any of these bylaws may be amended or repealed by a vote of the owners of a majority of the shares outstanding at any annual meeting or at any special meeting called for that purpose.

Amended Bylaws Adopted through Shareholders Meeting on: April 14, 2008